

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ONI SYSTEMS CORP.", A DELAWARE CORPORATION,
WITH AND INTO "CINEMA CORPORATION" UNDER THE NAME OF "CINEMA CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF JUNE, A.D. 2002, AT 1:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE APRESAID CERTIFICATE OF MERGER IS THE TWENTY-FIRST DAY OF JUNE, A.D. 2002, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.


Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2314539 8100M

020402001

AUTHENTICATION: 1845589

DATE: 06-21-02

**CERTIFICATE OF MERGER
OF**

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:39 PM 04/21/2001
020402001 - 2214319

**ONI SYSTEMS CORP.,
a Delaware Corporation
WITH AND INTO
CIENA CORPORATION,
a Delaware Corporation**

The undersigned corporation DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
CIENA Corporation	Delaware
ONI Systems Corp.	Delaware

SECOND: That an agreement of merger between the constituent corporations has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is CIENA Corporation.

FOURTH: That the certificate of incorporation of CIENA Corporation, a Delaware corporation, the surviving corporation, shall be the certificate of incorporation of the surviving corporation.

FIFTH: That the executed agreement of merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 1201 Wintergreen Road, Linthicum, MD 21090.

SIXTH: That a copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of each of the constituent corporations.

SEVENTH: The effective date of the merger shall be as of 11:59 p.m. Eastern Time on June 21, 2002.

IN WITNESS WHEREOF, CIENA Corporation, a Delaware corporation, has caused this certificate to be signed by Russell B. Stevenson, Jr., its Senior Vice President, General Counsel and Secretary, an authorized officer of the corporation, this 21st day of June, 2002.

CIENA Corporation,
a Delaware corporation

By:

Russell B. Stevenson, Jr.
Senior Vice President, General
Counsel and Secretary